

KELLEY DRYE & WARREN LLP

James S. Carr
John M. Callagy
David E. Retter
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|---------------------------|
| In re: |) |
| |) |
| |) Chapter 11 |
| MOTORS LIQUIDATION COMPANY, <i>et al.</i> , |) |
| f/k/a GENERAL MOTORS CORP., <i>et al.</i> , |) Case No. 09-50026 (REG) |
| |) |
| Debtors. |) Jointly Administered |
| |) |

**VERIFIED STATEMENT OF KELLEY DRYE & WARREN LLP PURSUANT TO
RULE 2019 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Kelley Drye & Warren LLP ("KDW"), as counsel to the parties designated herein, in these jointly administered chapter 11 cases, submits this verified statement pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, and states as follows:

1. Names and Addresses of the Creditors Represented by KDW

KDW has been employed to represent the following creditors in these cases:

| NAME AND ADDRESS OF CREDITOR | NATURE AND AMOUNT OF CLAIM(S) | TIME OF ACQUISITION OF CLAIM(S) |
|--|---|---------------------------------|
| ADAC-Strattec LLC 3333 West Good Hope Road Milwaukee, WI 53209 | This creditor had pre-petition contracts with the debtors that were assumed and assigned. At this time, this creditor has withdrawn its limited objection to the Debtor's stated cure amount. | Pre-petition and Post-petition |
| BP Canada Marketing Energy Corp. c/o BP Canada Energy Company 240 4 Ave SW P.O. Box 200. Calgary, Alberta T2P 2H 8 | This creditor had claims for pre-petition and post-petition obligations due under one or more contracts. Upon information and belief, at this time, this creditor has no claim against the debtors. | Pre-petition |
| | | |

| NAME AND ADDRESS OF CREDITOR | NATURE AND AMOUNT OF CLAIM(S) | TIME OF ACQUISITION OF CLAIM(S) |
|---|--|---------------------------------|
| BP Corporation North America Inc. 501 West Lake Park Blvd. Houston, TX 77079 | Upon information and belief, this creditor had no pre-petition contracts with the debtors and, at this time, has no claim against the debtors. | Pre-petition |
| BP Energy Company P. O. Box 3092 Houston, TX 77253-3092 | This creditor had claims for pre-petition and post-petition obligations due under one or more contracts. Upon information and belief, at this time, this creditor has no claim against the debtors. | Pre-petition |
| BP Lubricants USA, Inc. 1500 Valley Road Wayne, NJ 07470 | This creditor had pre-petition contracts with the debtors that were assumed and assigned, and, upon information and belief, any outstanding cure amounts were paid. Upon information and belief, at this time, this creditor has no claim against the debtors. | Pre-petition |
| BP Products North America Inc. 28100 Torch Parkway Warrenville, IL 60555 | This creditor had pre-petition contracts with the debtors, which expired in the pre-petition period. Upon information and belief, at this time, this creditor has no claim against the debtors. | Pre-petition |
| Castrol Industrial North America Inc. 4101 Winfield Road Warrenville, IL 60555 | This creditor had pre-petition contracts with the debtors that were assumed and assigned, and, upon information and belief, any outstanding cure amounts were paid. Upon information and belief, at this time, this creditor has no claim against the debtors. | Pre-petition |
| Jason Incorporated d/b/a Janesville Acoustics 411 East Wisconsin Avenue, Suite 2120 Milwaukee, WI 53202 | This creditor had pre-petition contracts with the debtors that were assumed and assigned. | Pre-petition and Post-petition |

| NAME AND ADDRESS OF CREDITOR | NATURE AND AMOUNT OF CLAIM(S) | TIME OF ACQUISITION OF CLAIM(S) |
|---|--|---------------------------------|
| JPMorgan Chase Bank, N.A. 270 Park Avenue New York, New York 10017 | This creditor was a secured lender to the debtors pursuant to a pre-petition contract with the debtors and, as security, had a lien on certain of the debtors' equipment and fixtures. Upon information and belief, any outstanding amounts were paid and at this time, this creditor has no claim against the debtors. On or about July 31, 2009, the Official Committee of Unsecured Creditors filed an adversary proceeding naming this creditor, among others, which seeks to, among other things, avoid and recover post-petition transfers to this creditor and others in the amount of approximately \$1.4 billion. | Pre-petition |
| Law Debenture Trust Company of New York, as proposed successor Indenture Trustee 400 Madison Avenue, 4 th Floor New York, New York 10017 | Claims for pre-petition and post-petition obligations due to the Indenture Trustee and the holders of the seven issues of municipal bonds issued under various indentures. The outstanding aggregate principal and pre-petition interest amount of claims against the debtors is \$179,740,000. ¹ | Pre-petition |
| LBA Realty Fund III – Company IX, LLC c/o Perry Schonfeld, Principal 17901 Von Karman Avenue Irvine, California 92614 | This creditor had a pre-petition real property lease with the debtors that was assumed and assigned. Upon information and belief, at this time, this creditor has no monetary claim against the debtors and is finalizing a resolution of non-monetary claims. | Pre-petition |
| LEM U.S.A., Inc. 11665 West Bradley Road Milwaukee, WI 53224 | This creditor had pre-petition contracts with the debtors that were assumed and assigned. | Pre-petition and Post-petition |

¹ A separate 2019 statement has been filed by Law Debenture Trust Company of New York (“Law Debenture”), as proposed successor Indenture Trustee under certain indentures pursuant to which the seven series of unsecured bonds were issued by or for the benefit of General Motors Corporation (the “Law Debenture 2019 Statement”). The Law Debenture 2019 Statement provides additional information regarding the nature and amount of the claims held by Law Debenture.

| NAME AND ADDRESS OF CREDITOR | NATURE AND AMOUNT OF CLAIM(S) | TIME OF ACQUISITION OF CLAIM(S) |
|---|--|---------------------------------|
| PRU/SKS Brannan Associates LLC 4 Embarcadero Center, Suite 2700, San Francisco, CA 94111 | This creditor was the master lessor of a pre-petition real property sublease of the debtors that was rejected. Upon information and belief, at this time, this creditor has no direct claim against the debtors. | Pre-petition |
| Strattec Power Access LLC 3333 West Good Hope Road Milwaukee, WI 53209 | This creditor had pre-petition contracts with the debtors that were assumed and assigned. At this time, this creditor has withdrawn its limited objection to the Debtor's stated cure amount. | Pre-petition and Post-petition |
| Strattec Security Corporation 3333 West Good Hope Road Milwaukee, WI 53209 | This creditor had pre-petition contracts with the debtors that were assumed and assigned. At this time, this creditor has withdrawn its limited objection to the Debtor's stated cure amount. | Pre-petition and Post-petition |
| Tata Consultancy Services Limited 101 Park Avenue New York, NY 10178 | This creditor had pre-petition contracts with the debtors that were assumed and assigned. Upon information and belief, at this time, this creditor has no claim against the debtors. | Pre-petition and Post-petition |
| Unico, Inc. 3725 Nicholson Road P.O. Box 0505 Franksville, WI 53126-0505 | This creditor had pre-petition contracts with the debtors that were assumed and assigned. At this time, this creditor has withdrawn its limited objection to the Debtor's stated cure amount. | Pre-petition and Post-petition |

KDW has fully advised the creditors with respect to these concurrent representations. Each of the creditors has requested that KDW represent them in these cases.

2. Amount of Claims Owned by KDW

KDW does not hold any claims against or hold any interest in the Debtors.

I, James S. Carr, declare under penalty of perjury that I have read the foregoing and that it is true and correct to the best of my knowledge, information and belief.

Date: New York, New York
August 28, 2009

KELLEY DRYE & WARREN LLP

By: /s/ James S. Carr
James S. Carr
John M. Callagy
David E. Retter
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897